

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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LUMINENT MORTGAGE CAPITAL,	:
INC., <i>et al.</i> ,	:
	:
Plaintiffs,	:
	:
v.	:
	:
BARCLAYS CAPITAL INC.,	:
	:
Defendant.	:
-----X	

07 CIV 10275 (RMB)

AFFIDAVIT OF JEFFREY T. SCOTT

I, JEFFREY T. SCOTT, being duly sworn, deposes and says as follows:


1. I am a member of the bar of this Court, and a member of Sullivan & Cromwell LLP, counsel to defendant Barclays Capital Inc. ("BCI") in the above-captioned action. I submit this affidavit to place before the Court certain materials cited in the Memorandum of Law of Barclays Capital Inc. in Support of Its Motion to Dismiss.

2. A true and correct copy of the Master Repurchase Agreement between BCI and Luminent Mortgage Capital, Inc., dated June 27, 2005, is attached hereto as Exhibit A.

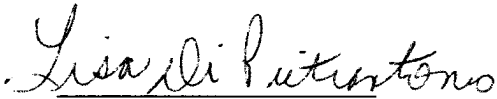
3. A true and correct copy of the Master Repurchase Agreement between BCI and Mercury Mortgage Finance Statutory Trust, dated December 22, 2005, is attached hereto as Exhibit B.

4. A true and correct copy of the Master Repurchase Agreement between BCI and Minerva Mortgage Finance Corporation, dated December 22, 2005, is attached hereto as Exhibit C.

5. A true and correct copy of the Master Repurchase Agreement between BCI and Saturn Portfolio Management, Inc., dated August 25, 2006, is attached hereto as Exhibit D.


Jeffrey T. Scott

Sworn to before me this
7th day of January, 2008


Notary Public

LISA DIPIETRANTONIO
Notary Public, State of New York
No. 01DI6044245
Qualified in Bronx County
Commission Expires July 3, 2010

Exhibits A, B, C and D are too large to be filed electronically.

Paper copies will be filed with the Court.